

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32311
222-1173

FILING COVER SHEET
ACCT. #FCA-14

A94000001391

CONTACT: CINDY HICKS

DATE: 12/2/99

9000003058899--1
-12/02/99--01038--024
****113.75 ****113.75

REF. #: 0163.9373

CORP. NAME: Gari Family Limited Partnership II

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

FILED
99 DEC -2 PM 4: 12
SECRETARY OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE
12/6/99

STATE FEES PREPAID WITH CHECK# 6666 FOR \$ 113.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ (8)

RECEIVED
99 DEC -2 PM 12: 17
SECRETARY OF STATE
DIVISION OF CORPORATIONS

PLEASE RETURN:

- | | | |
|--|--|---|
| <input type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

3/2 12/2

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99 DEC 2 PM 4: 13
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DIVISION OF CORPORATIONS

FILED
DIVISION OF CORPORATIONS
99 DEC -2 PM 1:12

ARTICLES OF MERGER
Merger Sheet

MERGING:

GARI FAMILY LIMITED PARTNERSHIP (A94000001391), A FLORIDA LIMITED
PARTNERSHIP

EFFECTIVE
12/6/99

INTO

GARI FAMILY LIMITED PARTNERSHIP II, a Nevada entity not qualified in
Florida.

File date: December 2, 1999, effective December 6, 1999
Corporate Specialist: Buck Kohr

**ARTICLES OF MERGER
OF
GARI FAMILY LIMITED PARTNERSHIP
AND
GARI FAMILY LIMITED PARTNERSHIP II**

Pursuant to the provisions of Section 620.203 of the Florida Statutes, the undersigned sets forth the following:

1. The following constituent entities (the "Constituent Entities") are parties to the merger:

- (a) GARI FAMILY LIMITED PARTNERSHIP, a limited partnership duly organized and existing under the laws of the State of Florida (the "Merging Entity"); and

- (b) GARI FAMILY LIMITED PARTNERSHIP II, a limited partnership duly organized and existing under the laws of the State of Nevada (the "Surviving Entity").

2. The Merging Entity is merging into the Surviving Entity with the Surviving Entity surviving the merger.

3. The Plan of Merger has been approved and adopted by the Merging Entity in accordance with the applicable provisions of Chapter 620 of the Florida Statutes and has been approved and adopted by the Surviving Entity in accordance with the applicable laws of the State of Nevada.

4. A complete executed copy of the Plan of Merger is attached hereto as Exhibit "A".

5. The effective date of the merger shall be as of the 6th day of December, 1999.

6. The Surviving Entity's principal office is located at: 50 West Liberty Street, Suite 650, Reno, Nevada 80501.

7. The Surviving Entity is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of the dissenting partners of the Merging Entity and has agreed to promptly pay to the dissenting partners of the Merging Entity the amount, if any, that such partners are entitled to under Section 620.205 of the Florida Statutes.

8. These Articles of Merger shall act as a Certificate of Cancellation for purposes of the Merging Entity and the Merging Entity's Certificate shall be canceled upon the effective date of the merger in accordance with Section 620.203(3) of the Florida Statutes.

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EFFECTIVE DATE
12/6/99

10/12/94

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed on behalf of the respective Constituent Entities this 29 day of November, 1999.

GENERAL PARTNER OF MERGING ENTITY

Gerard Gari 11/29/99
GERARD GARI, as the sole general partner of Gari Family Limited Partnership, a Florida limited partnership

GENERAL PARTNER OF SURVIVING ENTITY

Gerard G 11/29/99
GERARD GARI, as the sole general partner of Gari Family Limited Partnership II, a Nevada limited partnership

STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 29th day of November, 1999 by GERARD GARI, as the sole general partner of Gari Family Limited Partnership, a Florida limited partnership, and as the sole general partner of Gari Family Limited Partnership II, a Nevada limited partnership, who is personally known to me or who has produced FLDL 9600-270-60-344-0 as identification.

Andrea M. Arnett

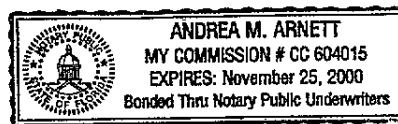
NOTARY PUBLIC

Name: _____

Serial #: _____

My Commission Expires: _____

#660163 v2 - 5001-001



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated this 29 day of November, 1999 is made and entered into by and between **GARI FAMILY LIMITED PARTNERSHIP**, a Florida limited partnership ("GARI I"), and **GARI FAMILY LIMITED PARTNERSHIP II**, a Nevada limited partnership (the "SURVIVING PARTNERSHIP") **GARI I** and **SURVIVING PARTNERSHIP** being sometimes referred to herein as the "Constituent Partnerships."

WITNESSETH:

WHEREAS, **GARI I** is a limited partnership duly organized and existing under the laws of the State of Florida with its office address at: 4709 Windflower Circle, Tampa, Florida 33624;

WHEREAS, the **SURVIVING PARTNERSHIP** is a limited partnership duly organized and existing under the laws of the State of Nevada with its office address at: 50 West Liberty Street, Suite 650, Reno, Nevada 80501;

WHEREAS, the general partner of each of the Constituent Partnerships deems it advisable for the general welfare of such Constituent Partnership and its partners that **GARI I** be merged into the **SURVIVING PARTNERSHIP** (the "Merger") which shall be the surviving partnership and that the name of the surviving partnership will be "**GARI FAMILY LIMITED PARTNERSHIP II**";

WHEREAS, **GARI I** and the **SURVIVING PARTNERSHIP** are commonly owned and controlled by the same partners (the "Partners"), with each of the Partners owning an identical percentage of interests in each of the respective Constituent Partnerships; and

WHEREAS, as a result of the common ownership by the Partners in equal percentages of the respective Constituent Partnerships, there is no need to issue additional partnership interests to the Partners as a result of the Merger.

NOW, THEREFORE, the Constituent Partnerships hereby agree that **GARI I** shall be merged with and into the **SURVIVING PARTNERSHIP** in accordance with applicable laws of the State of Florida and the State of Nevada and the terms and conditions of the following Plan of Merger:

ARTICLE I**The Constituent Partnerships**

The names of the Constituent Partnerships to the merger are **GARI FAMILY LIMITED PARTNERSHIP** (Fla. No. A94000001391) and **GARI FAMILY LIMITED PARTNERSHIP II** (Nev. No. _____).

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 3 PM 4:13

EFFECTIVE DATE
12/3/99

FILED STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 4:48**ARTICLE II**
The Merger

On the Effective Date, as hereinafter defined, **GARI I** shall be merged with and into the **SURVIVING PARTNERSHIP** (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of *Florida Statutes* Chapter 620 (the "Florida Law") and Chapter 92A of the *Nevada Revised Statutes* (the "Nevada Law").

ARTICLE III
Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Partnerships shall be a single limited partnership, which shall be the **SURVIVING PARTNERSHIP**. From and after such filing, the separate existence of **GARI I** shall cease, while the existence of the **SURVIVING PARTNERSHIP** shall continue unaffected and unimpaired. The **SURVIVING PARTNERSHIP** shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a limited partnership organized under Nevada law. The **SURVIVING PARTNERSHIP** shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Partnerships. Except as may otherwise be specifically required by law, all property, real, personal and mixed, and all debts due on whatever account, all other choices of action, and all and every other interest of or belonging to or due to each of the Constituent Partnerships shall be taken and deemed to be transferred to and vested in the **SURVIVING PARTNERSHIP** without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Partnerships, shall not revert or be in any way impaired by reason of such Merger. The **SURVIVING PARTNERSHIP** shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Partnerships, and any claim existing or action or proceeding pending by or against either of the Constituent Partnerships may be prosecuted as if such Merger had not taken place, or the **SURVIVING PARTNERSHIP** may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Constituent Partnerships shall be impaired by such Merger.

EFFECTIVE DATE
12/3/99**ARTICLE IV**
Certificate of Limited Partnership and
Partnership Agreement; General Partners

The Certificate of Limited Partnership of the **SURVIVING PARTNERSHIP** as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law. The Partnership Agreement governing the **SURVIVING PARTNERSHIP** shall be as set forth in Exhibit "A" attached hereto.

The person who shall serve as the General Partner of the **SURVIVING PARTNERSHIP** shall be **GERARD GARI**, whose business address is: 4709 Windflower Circle, Tampa, Florida 33624.

ARTICLE V**Treatment of Interests of Constituent Partnerships**

The Partners own an identical percentage of the interests of each of the respective Constituent Partnerships. Accordingly, the partnership interests of GARI I immediately prior to the Effective Date, shall by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be canceled, and no cash or other property shall be moved in respect thereof, and the interests in the SURVIVING PARTNERSHIP immediately prior to the Effective Date shall continue to be held by the Partners in the same percentages held prior to the Effective Date.

ARTICLE VI**Further Assurance**

If at any time after the Effective Date the SURVIVING PARTNERSHIP shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the SURVIVING PARTNERSHIP, according to the terms hereof, the title to any property or rights of the Constituent Partnership, the general partner of each the Constituent Partnerships shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the SURVIVING PARTNERSHIP, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VII**Approval by Limited Partners**

This Plan of Merger has been approved by the Partners of each Constituent Partnerships, and Articles of Merger which meet the requirements of the Florida Law and Articles of Merger which meet the requirements of the Nevada Law shall be filed immediately in the appropriate offices in Florida and Nevada, respectively.

ARTICLE VIII**Effective Date**

The merger of GARI I into the SURVIVING PARTNERSHIP shall become effective as of the 60th day of December, 1999 pursuant to the filing of the Articles of Merger in accordance with the Nevada Law and the Statement of Partnership Merger in accordance with the Florida Law. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE IX**Termination**

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the general partner of either of the Constituent Partnerships at any time prior to the first filing of either the Articles of Merger or the Statement of Partnership Merger.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

WITNESSES:

GARI FAMILY LIMITED PARTNERSHIP, a
Florida limited partnership

By: [Signature]
Gerard Gari

"GARI I"

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 4:13

EFFECTIVE DATE
12/16/99

[Signature]
[Signature]
As to Gari I

GARI FAMILY LIMITED PARTNERSHIP II, a
Nevada limited partnership

By: [Signature]
Gerard Gari

"SURVIVING PARTNERSHIP"

[Signature]
[Signature]
As to Surviving Partnership